

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
INNKEEPERS USA TRUST	)	Case No. 10-13800 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 41-6563554	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GP AC SUBLESSEE LLC	)	Case No. 10-13801 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 26-1925992	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX ADDISON (RI) LLC	)	Case No. 10-13803 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313740	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX ADDISON (SS) LLC	)	Case No. 10-13804 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313656	)	
	)	

	)	
In re:	)	Chapter 11
	)	
GRAND PRIX ALBANY LLC	)	Case No. 10-13805 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313654	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX ALTAMONTE LLC	)	Case No. 10-13806 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313653	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX ANAHEIM ORANGE LESSEE LLC	)	Case No. 10-13807 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 32-0205925	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX ARLINGTON LLC	)	Case No. 10-13808 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313651	)	
	)	

In re:	)	Chapter 11
GRAND PRIX ATLANTA (PEACHTREE CORNERS) LLC	)	Case No. 10-13809 (SCC)
Debtor.	)	
Tax I.D. No. 65-1313650	)	
In re:	)	Chapter 11
GRAND PRIX ATLANTA LLC	)	Case No. 10-13810 (SCC)
Debtor.	)	
Tax I.D. No. 65-1313649	)	
In re:	)	Chapter 11
GRAND PRIX ATLANTIC CITY LLC	)	Case No. 10-13811 (SCC)
Debtor.	)	
Tax I.D. No. 65-1313648	)	
In re:	)	Chapter 11
GRAND PRIX BELLEVUE LLC	)	Case No. 10-13812 (SCC)
Debtor.	)	
Tax I.D. No. 65-1313645	)	
In re:	)	Chapter 11
GRAND PRIX BELMONT LLC	)	Case No. 10-13813 (SCC)
Debtor.	)	
Tax I.D. No. 65-1313643	)	

In re:	)	
GRAND PRIX BINGHAMTON LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313642	)	Case No. 10-13814 (SCC)
	)	
In re:	)	
GRAND PRIX BOTHELL LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313641	)	Case No. 10-13815 (SCC)
	)	
In re:	)	
GRAND PRIX BULFINCH LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313639	)	Case No. 10-13816 (SCC)
	)	
In re:	)	
GRAND PRIX CAMPBELL / SAN JOSE LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313638	)	Case No. 10-13817 (SCC)
	)	
In re:	)	
GRAND PRIX CHERRY HILL LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313634	)	Case No. 10-13818 (SCC)

In re:	)	
GRAND PRIX CHICAGO LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313633	)	Case No. 10-13819 (SCC)
	)	
In re:	)	
GRAND PRIX COLUMBIA LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313631	)	Case No. 10-13820 (SCC)
	)	
In re:	)	
GRAND PRIX DENVER LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313630	)	Case No. 10-13821 (SCC)
	)	
In re:	)	
GRAND PRIX EAST LANSING LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313741	)	Case No. 10-13822 (SCC)
	)	
In re:	)	
GRAND PRIX EL SEGUNDO LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313707	)	Case No. 10-13823 (SCC)

In re:	)	
	)	Chapter 11
GRAND PRIX ENGLEWOOD /	)	
DENVER SOUTH LLC	)	Case No. 10-13824 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313701	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX FIXED LESSEE LLC	)	Case No. 10-13825 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 35-2299979	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX FLOATING LESSEE LLC	)	Case No. 10-13826 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 30-0424290	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX FREMONT LLC	)	Case No. 10-13827 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313703	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX FT. LAUDERDALE LLC	)	Case No. 10-13828 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313705	)	
	)	

In re:	)	
GRAND PRIX FT. WAYNE LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313704	)	Case No. 10-13829 (SCC)
	)	
In re:	)	
GRAND PRIX GAITHERSBURG LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313709	)	Case No. 10-13830 (SCC)
	)	
In re:	)	
GRAND PRIX GENERAL LESSEE LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 38-3759182	)	Case No. 10-13831 (SCC)
	)	
In re:	)	
GRAND PRIX GERMANTOWN LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313711	)	Case No. 10-13832 (SCC)
	)	
In re:	)	
GRAND PRIX GRAND RAPIDS LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313713	)	Case No. 10-13833 (SCC)

In re:	)	
GRAND PRIX HARRISBURG LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313716	)	Case No. 10-13834 (SCC)
	)	
In re:	)	
GRAND PRIX HOLDINGS LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 41-2239317	)	Case No. 10-13793 (SCC)
	)	
In re:	)	
GRAND PRIX HORSHAM LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313728	)	Case No. 10-13835 (SCC)
	)	
In re:	)	
GRAND PRIX IHM, INC.	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1027254	)	Case No. 10-13837 (SCC)
	)	
In re:	)	
GRAND PRIX INDIANAPOLIS LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313719	)	Case No. 10-13838 (SCC)



In re:	)	
GRAND PRIX ISLANDIA LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313720	)	Case No. 10-13839 (SCC)
	)	
In re:	)	
GRAND PRIX LAS COLINAS LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313722	)	Case No. 10-13840 (SCC)
	)	
In re:	)	
GRAND PRIX LEXINGTON LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313725	)	Case No. 10-13841 (SCC)
	)	
In re:	)	
GRAND PRIX LIVONIA LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313730	)	Case No. 10-13843 (SCC)
	)	
In re:	)	
GRAND PRIX LOMBARD LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313696	)	Case No. 10-13844 (SCC)

	)	
In re:	)	Chapter 11
	)	
GRAND PRIX LOUISVILLE (RI) LLC	)	Case No. 10-13845 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313700	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX LYNNWOOD LLC	)	Case No. 10-13846 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313702	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX MEZZ BORROWER FIXED, LLC	)	Case No. 10-13847 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 36-4610252	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX MEZZ BORROWER FLOATING, LLC	)	Case No. 10-13798 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 32-0205924	)	
	)	

In re:	)	Chapter 11
GRAND PRIX MEZZ BORROWER	)	Case No. 10-13796 (SCC)
FLOATING 2, LLC	)	
Debtor.	)	
Tax I.D. No. 35-2299972	)	
In re:	)	Chapter 11
GRAND PRIX MEZZ BORROWER TERM LLC	)	Case No. 10-13848 (SCC)
Debtor.	)	
Tax I.D. No. 30-0424285	)	
In re:	)	Chapter 11
GRAND PRIX MONTVALE LLC	)	Case No. 10-13849 (SCC)
Debtor.	)	
Tax I.D. No. 65-1313706	)	
In re:	)	Chapter 11
GRAND PRIX MORRISTOWN LLC	)	Case No. 10-13850 (SCC)
Debtor.	)	
Tax I.D. No. 65-1313738	)	
In re:	)	Chapter 11
GRAND PRIX MOUNTAIN VIEW LLC	)	Case No. 10-13851 (SCC)
Debtor.	)	
Tax I.D. No. 65-1313737	)	

In re:	)	
GRAND PRIX MT. LAUREL LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313735	)	Case No. 10-13852 (SCC)
	)	
In re:	)	
GRAND PRIX NAPLES LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313734	)	Case No. 10-13853 (SCC)
	)	
In re:	)	
GRAND PRIX ONTARIO LESSEE LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 35-2299976	)	Case No. 10-13854 (SCC)
	)	
In re:	)	
GRAND PRIX ONTARIO LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313733	)	Case No. 10-13855 (SCC)
	)	
In re:	)	
GRAND PRIX PORTLAND LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313732	)	Case No. 10-13856 (SCC)

In re:	)	Chapter 11
GRAND PRIX RICHMOND (NORTHWEST) LLC	)	Case No. 10-13857 (SCC)
Debtor.	)	
Tax I.D. No. 65-1313731	)	
In re:	)	Chapter 11
GRAND PRIX RICHMOND LLC	)	Case No. 10-13858 (SCC)
Debtor.	)	
Tax I.D. No. 65-1313729	)	
In re:	)	Chapter 11
GRAND PRIX RIGG LESSEE LLC	)	Case No. 10-13860 (SCC)
Debtor.	)	
Tax I.D. No. 37-1544960	)	
In re:	)	Chapter 11
GRAND PRIX RIMV LESSEE LLC	)	Case No. 10-13861 (SCC)
Debtor.	)	
Tax I.D. No. 30-0424287	)	
In re:	)	Chapter 11
GRAND PRIX ROCKVILLE LLC	)	Case No. 10-13862 (SCC)
Debtor.	)	
Tax I.D. No. 26-0492496	)	

In re:	)	
GRAND PRIX SADDLE RIVER LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313726	)	Case No. 10-13864 (SCC)
	)	
In re:	)	
GRAND PRIX SAN JOSE LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313724	)	Case No. 10-13865 (SCC)
	)	
In re:	)	
GRAND PRIX SAN MATEO LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313723	)	Case No. 10-13866 (SCC)
	)	
In re:	)	
GRAND PRIX SCHAUMBURG LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313721	)	Case No. 10-13867 (SCC)
	)	
In re:	)	
GRAND PRIX SHELTON LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313718	)	Case No. 10-13868 (SCC)

In re:	)	
GRAND PRIX SILI I LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313714	)	Case No. 10-13869 (SCC)
	)	
In re:	)	
GRAND PRIX SILI II LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313712	)	Case No. 10-13870 (SCC)
	)	
In re:	)	
GRAND PRIX TERM LESSEE LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 38-3759180	)	Case No. 10-13799 (SCC)
	)	
In re:	)	
GRAND PRIX TROY (CENTRAL) LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 75-3249061	)	Case No. 10-13871 (SCC)
	)	
In re:	)	
GRAND PRIX TROY (SE) LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 75-3249062	)	Case No. 10-13872 (SCC)

In re:	)	
GRAND PRIX TUKWILA LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 75-3249063	)	Case No. 10-13874 (SCC)
	)	
In re:	)	
GRAND PRIX WEST PALM BEACH LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 75-3249065	)	Case No. 10-13875 (SCC)
	)	
In re:	)	
GRAND PRIX WESTCHESTER LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313694	)	Case No. 10-13876 (SCC)
	)	
In re:	)	
GRAND PRIX WILLOW GROVE LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313697	)	Case No. 10-13877 (SCC)
	)	
In re:	)	
GRAND PRIX WINDSOR LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313698	)	Case No. 10-13878 (SCC)



In re:	)	
GRAND PRIX WOBURN LLC	)	Chapter 11
	)	
Debtor.	)	Case No. 10-13879 (SCC)
	)	
Tax I.D. No. 65-1313699	)	
	)	
In re:	)	Chapter 11
INNKEEPERS FINANCIAL CORPORATION	)	
	)	Case No. 10-13880 (SCC)
Debtor.	)	
	)	
Tax I.D. No. 04-3750715	)	
	)	
In re:	)	Chapter 11
INNKEEPERS USA LIMITED PARTNERSHIP	)	
	)	Case No. 10-13794 (SCC)
Debtor.	)	
	)	
Tax I.D. No. 65-0493956	)	
	)	
In re:	)	Chapter 11
KPA HI ONTARIO LLC	)	
	)	Case No. 10-13881 (SCC)
Debtor.	)	
	)	
Tax I.D. No. 20-5446939	)	
	)	
In re:	)	Chapter 11
KPA HS ANAHEIM, LLC	)	
	)	Case No. 10-13882 (SCC)
Debtor.	)	
	)	
Tax I.D. No. 20-5410302	)	

In re:	)	
KPA LEASECO HOLDING INC.	)	Chapter 11
Debtor.	)	
Tax I.D. No. 20-2162887	)	Case No. 10-13883 (SCC)
	)	
In re:	)	Chapter 11
KPA LEASECO, INC.	)	
Debtor.	)	Case No. 10-13884 (SCC)
Tax I.D. No. 65-1177426	)	
	)	
In re:	)	Chapter 11
KPA RIGG, LLC	)	
Debtor.	)	Case No. 10-13885 (SCC)
Tax I.D. No. 20-5446706	)	
	)	
In re:	)	Chapter 11
KPA RIMV, LLC	)	
Debtor.	)	Case No. 10-13886 (SCC)
Tax I.D. No. 20-5446804	)	
	)	
In re:	)	Chapter 11
KPA SAN ANTONIO, LLC	)	
Debtor.	)	Case No. 10-13887 (SCC)
Tax I.D. No. 20-5561251	)	

	)	
In re:	)	Chapter 11
	)	
KPA TYSONS CORNER RI, LLC	)	Case No. 10-13888 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-5561327	)	
	)	
	)	
In re:	)	Chapter 11
	)	
KPA WASHINGTON DC, LLC	)	Case No. 10-13889 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-5561164	)	
	)	
	)	
In re:	)	Chapter 11
	)	
KPA/GP FT. WALTON LLC	)	Case No. 10-13890 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313743	)	
	)	
	)	
In re:	)	Chapter 11
	)	
KPA/GP LOUISVILLE (HI) LLC	)	Case No. 10-13892 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313744	)	
	)	
	)	
In re:	)	Chapter 11
	)	
KPA/GP VALENCIA LLC	)	Case No. 10-13893 (SCC)
	)	
Debtor.	)	
	)	
Tax I.D. No. 26-0639816	)	
	)	

## **ORDER DIRECTING JOINT ADMINISTRATION OF THESE CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)<sup>1</sup> of the Debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), for the entry of an order (this “**Order**”), directing the joint administration of the Debtors’ related Chapter 11 Cases, all as more fully set forth in Motion; and upon the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Debtors having provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein before the Court (the “**Hearing**”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is granted to the extent provided herein.
2. The above-captioned Chapter 11 Cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 10-13800 (SCC).
3. The caption of the jointly administered cases shall read as follows:

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<sup>1</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

INNKEEPERS USA TRUST, *et al.*,<sup>1</sup>

Debtors.

) Chapter 11

) Case No. 10-13800 (SCC)

) Jointly Administered

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: GP AC Sublessee LLC (5992); Grand Prix Addison (RI) LLC (3740); Grand Prix Addison (SS) LLC (3656); Grand Prix Albany LLC (3654); Grand Prix Altamonte LLC (3653); Grand Prix Anaheim Orange Lessee LLC (5925); Grand Prix Arlington LLC (3651); Grand Prix Atlanta (Peachtree Corners) LLC (3650); Grand Prix Atlanta LLC (3649); Grand Prix Atlantic City LLC (3648); Grand Prix Bellevue LLC (3645); Grand Prix Belmont LLC (3643); Grand Prix Binghamton LLC (3642); Grand Prix Bothell LLC (3641); Grand Prix Bulfinch LLC (3639); Grand Prix Campbell / San Jose LLC (3638); Grand Prix Cherry Hill LLC (3634); Grand Prix Chicago LLC (3633); Grand Prix Columbia LLC (3631); Grand Prix Denver LLC (3630); Grand Prix East Lansing LLC (3741); Grand Prix El Segundo LLC (3707); Grand Prix Englewood / Denver South LLC (3701); Grand Prix Fixed Lessee LLC (9979); Grand Prix Floating Lessee LLC (4290); Grand Prix Fremont LLC (3703); Grand Prix Ft. Lauderdale LLC (3705); Grand Prix Ft. Wayne LLC (3704); Grand Prix Gaithersburg LLC (3709); Grand Prix General Lessee LLC (9182); Grand Prix Germantown LLC (3711); Grand Prix Grand Rapids LLC (3713); Grand Prix Harrisburg LLC (3716); Grand Prix Holdings LLC (9317); Grand Prix Horsham LLC (3728); Grand Prix IHM, Inc. (7254); Grand Prix Indianapolis LLC (3719); Grand Prix Islandia LLC (3720); Grand Prix Las Colinas LLC (3722); Grand Prix Lexington LLC (3725); Grand Prix Livonia LLC (3730); Grand Prix Lombard LLC (3696); Grand Prix Louisville (RI) LLC (3700); Grand Prix Lynnwood LLC (3702); Grand Prix Mezz Borrower Fixed, LLC (0252); Grand Prix Mezz Borrower Floating, LLC (5924); Grand Prix Mezz Borrower Floating 2, LLC (9972); Grand Prix Mezz Borrower Term LLC (4285); Grand Prix Montvale LLC (3706); Grand Prix Morristown LLC (3738); Grand Prix Mountain View LLC (3737); Grand Prix Mt. Laurel LLC (3735); Grand Prix Naples LLC (3734); Grand Prix Ontario Lessee LLC (9976); Grand Prix Ontario LLC (3733); Grand Prix Portland LLC (3732); Grand Prix Richmond (Northwest) LLC (3731); Grand Prix Richmond LLC (3729); Grand Prix RIGG Lessee LLC (4960); Grand Prix RIMV Lessee LLC (4287); Grand Prix Rockville LLC (2496); Grand Prix Saddle River LLC (3726); Grand Prix San Jose LLC (3724); Grand Prix San Mateo LLC (3723); Grand Prix Schaumburg LLC (3721); Grand Prix Shelton LLC (3718); Grand Prix Sili I LLC (3714); Grand Prix Sili II LLC (3712); Grand Prix Term Lessee LLC (9180); Grand Prix Troy (Central) LLC (9061); Grand Prix Troy (SE) LLC (9062); Grand Prix Tukwila LLC (9063); Grand Prix West Palm Beach LLC (9065); Grand Prix Westchester LLC (3694); Grand Prix Willow Grove LLC (3697); Grand Prix Windsor LLC (3698); Grand Prix Woburn LLC (3699); Innkeepers Financial Corporation (0715); Innkeepers USA Limited Partnership (3956); Innkeepers USA Trust (3554); KPA HI Ontario LLC (6939); KPA HS Anaheim, LLC (0302); KPA Leaseco Holding Inc. (2887); KPA Leaseco, Inc. (7426); KPA RIGG, LLC (6706); KPA RIMV, LLC (6804); KPA San Antonio, LLC (1251); KPA Tysons Corner RI, LLC (1327); KPA Washington DC, LLC (1164); KPA/GP Ft. Walton LLC (3743); KPA/GP Louisville (HI) LLC (3744); KPA/GP Valencia LLC (9816). The location of the Debtors' corporate headquarters and the service address for their affiliates is: c/o Innkeepers USA, 340 Royal Poinciana Way, Suite 306, Palm Beach, Florida 33480.

4. An entry shall be made on the docket of each of the Debtors' Chapter 11 Cases, other than that of Innkeepers USA Trust, that is substantially similar to the following:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York directing joint administration of the Chapter 11 Cases of: Innkeepers USA Trust; GP AC Sublessee LLC; Grand Prix Addison (RI) LLC; Grand Prix Addison (SS) LLC; Grand Prix Albany LLC; Grand Prix Altamonte LLC; Grand Prix Anaheim Orange Lessee LLC; Grand Prix Arlington LLC; Grand Prix Atlanta (Peachtree Corners) LLC; Grand Prix Atlanta LLC; Grand Prix Atlantic City LLC; Grand Prix Bellevue LLC; Grand Prix Belmont LLC; Grand Prix Binghamton LLC; Grand Prix Bothell LLC; Grand Prix Bulfinch LLC; Grand Prix Campbell / San Jose LLC; Grand Prix Cherry Hill LLC; Grand Prix Chicago LLC; Grand Prix Columbia LLC; Grand Prix Denver LLC; Grand Prix East Lansing LLC; Grand Prix El Segundo LLC; Grand Prix Englewood / Denver South LLC; Grand Prix Fixed Lessee LLC; Grand Prix Floating Lessee LLC; Grand Prix Fremont LLC; Grand Prix Ft. Lauderdale LLC; Grand Prix Ft. Wayne LLC; Grand Prix Gaithersburg LLC; Grand Prix General Lessee LLC; Grand Prix Germantown LLC; Grand Prix Grand Rapids LLC; Grand Prix Harrisburg LLC; Grand Prix Holdings LLC; Grand Prix Horsham LLC; Grand Prix IHM, Inc.; Grand Prix Indianapolis LLC; Grand Prix Islandia LLC; Grand Prix Las Colinas LLC; Grand Prix Lexington LLC; Grand Prix Livonia LLC; Grand Prix Lombard LLC; Grand Prix Louisville (RI) LLC; Grand Prix Lynnwood LLC; Grand Prix Mezz Borrower Fixed, LLC; Grand Prix Mezz Borrower Floating, LLC; Grand Prix Mezz Borrower Floating 2, LLC; Grand Prix Mezz Borrower Term LLC; Grand Prix Montvale LLC; Grand Prix Morristown LLC; Grand Prix Mountain View LLC; Grand Prix Mt. Laurel LLC; Grand Prix Naples LLC; Grand Prix Ontario Lessee LLC; Grand Prix Ontario LLC; Grand Prix Portland LLC; Grand Prix Richmond (Northwest) LLC; Grand Prix Richmond LLC; Grand Prix RIGG Lessee LLC; Grand Prix RIMV Lessee LLC; Grand Prix Rockville LLC; Grand Prix Saddle River LLC; Grand Prix San Jose LLC; Grand Prix San Mateo LLC; Grand Prix Schaumburg LLC; Grand Prix Shelton LLC; Grand Prix Sili I LLC; Grand Prix Sili II LLC; Grand Prix Term Lessee LLC; Grand Prix Troy (Central) LLC; Grand Prix Troy (SE) LLC; Grand Prix Tukwila LLC; Grand Prix West Palm Beach LLC; Grand Prix Westchester LLC; Grand Prix Willow Grove LLC; Grand Prix Windsor LLC; Grand Prix Woburn LLC; Innkeepers Financial Corporation; Innkeepers USA Limited Partnership; KPA HI Ontario LLC; KPA HS Anaheim, LLC; KPA Leaseco Holding Inc.; KPA Leaseco, Inc.; KPA RIGG, LLC; KPA RIMV, LLC; KPA San Antonio, LLC; KPA Tysons Corner RI, LLC; KPA Washington DC, LLC; KPA/GP Ft. Walton LLC; KPA/GP Louisville (HI) LLC; and KPA/GP Valencia LLC. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 10-13800 (SCC).

5. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of New York shall keep, one consolidated docket, one file, and one consolidated service list.

6. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise affecting a substantive consolidation of these Chapter 11 Cases, and all entities rights are reserved with respect thereto.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

11. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York  
Date: July 20, 2010

/s/Shelley C. Chapman  
United States Bankruptcy Judge